

May 17, 2004

**VIA ELECTRONIC DELIVERY**

Marlene M. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, DC 20554

Re: *CC Docket No. 00-257*  
*TelCove, Inc. Acquisition of Telecommunications Carrier's Subscriber*  
*Bases*

Dear Ms. Dortch:

This letter is submitted on behalf of TelCove, Inc. ("TelCove") and its wholly-owned subsidiaries pursuant to Section 64.1120(e)(i) of the Commission's rules, 47 C.F.R. §64.1120(e)(i). TelCove is a Delaware corporation with its principal place of business located at 121 Champion Way, Canonsburg, Pennsylvania 15317. TelCove is a leading facilities – based provider of integrated telecommunications services.

On or about April 7, 2004, TelCove entered into a Global Settlement Agreement ("GSA") with affiliates of its former owner, Adelphia Communications Corporation, debtor-in possession ("ACC"). Under the GSA, ACC affiliates will transfer to TelCove and its affiliates certain assets associated with CLEC markets owned and controlled by ACC affiliates but currently managed by TelCove. The markets at issue comprise four metropolitan areas, including suburban areas. The Buffalo, New York market is being transferred to TelCove Atlantic, Inc.; and the Richmond, Virginia, Charlottesville, Virginia, and Shenandoah Valley, Virginia, markets are being transferred to TelCove of Virginia, LLC. TelCove and the ACC entities filed applications for the requisite approval under Section 214 of the Communications Act of 1934, as amended, on May 14, 2004.

The services offered in these markets (to business customers only) include integrated local and long-distance voice, dedicated data, local and intercity private line, ATM and frame relay services.

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Pending FCC and State public utility commission approvals, the transfers are scheduled to take place June 28, 2004. The parties certify compliance with the requirement under 47 C.F.R. §64.1120(e)(3) to have provided at least 30 days advance notice to subscribers. Copies of the separate subscriber notices to New York and Virginia customers are attached to this letter.

Please call the undersigned if you have any questions.

Sincerely,

WILKINSON BARKER KNAUER, LLP

By:

  
Timothy J. Cooney



May 13, 2004

Dear Customer:

ACC Telecommunications, LLC d/b/a Adelphia Business Solutions and TelCove are happy to announce an agreement that will transfer Richmond, Charlottesville, and Shenandoah Valley telecommunications operations to TelCove. TelCove is a long established provider of competitive telecommunications services in the eastern United States and a major telecommunications provider in the state of Virginia. Beginning June 28, 2004, your local, long distance, Internet and data telecommunications services will be provided by TelCove. There will be no interruption in your services.

As your new service provider, TelCove will continue to provide you with the same telecommunications services you currently receive in accordance with the rates, terms and conditions of your existing contract or effective tariffs on file with the Virginia State Corporation Commission (VSCC). If in the future TelCove determines that rates, terms, or conditions require modification, TelCove must follow the VSCC guidelines for any such modifications, including providing required notice to customers. Adelphia Business Solutions will continue to be responsible for the resolution of any complaints filed, or otherwise raised with the VSCC until the June 28, 2004 transfer and finalization of the sale.

TelCove's provision of service will be invisible to you because TelCove will utilize the same facilities that currently serve your account. Moreover, there will be no change in your phone number. The transfer will require no action on your part and the only difference will be the name on the monthly bill you receive for your telecommunications services. The local Richmond, Charlottesville, and Shenandoah Valley Adelphia Business Solutions' employees that service your account today will also transfer to TelCove and will continue to provide you the excellent service that you have experienced to date.

You will not incur any charges for the change to TelCove. If you select another provider, you may incur additional charges. \* Please be aware that you are responsible for paying all bills rendered to you by Adelphia Business Solutions during this transition. You may be subject to termination of your phone service in accordance with State Corporation Commission rules if you fail to pay your telephone bill.

If you have any questions regarding the discontinuance of Adelphia Business Solutions' telephone services, please call 866-642-2192.

\* You have the right to request your customer service records.



April 28, 2004

Dear Customer:

**YOUR SERVICE WILL BE TRANSFERRED TO TELCOVE UNLESS YOU CHOOSE A NEW LOCAL TELEPHONE SERVICE PROVIDER BY MAY 28, 2004**

This is to inform you that as of June 28, 2004 ACC Telecommunications, LLC locally known as Adelphia Business Solutions will no longer be providing your local telephone service in New York. Adelphia Business Solutions has sold its New York customer base to TelCove. TelCove is a long established provider of competitive telecommunications services and a major telecommunications provider in the state of New York.

As your new service provider, TelCove will continue to provide you with the same telecommunications services you currently receive in accordance with the rates, terms and conditions of your existing contract or effective tariffs on file with the New York State Public Service Commission. If in the future TelCove determines that rates, terms, or conditions require modification, TelCove will follow the New York Public Service Commission (NYPSC) guidelines for such notices, providing the required written 30 day notice to customers. Adelphia Business Solutions will continue to be responsible for the resolution of any complaints filed, or otherwise raised, with the NYPSC until the June 28, 2004 transfer of assets and finalization of the sale.

**If you do not want service from TelCove, your action is required. You must select a new local telephone provider as quickly as possible but no later than May 28, 2004. If you no longer want any local service please contact your local carrier to disconnect service.**

If you do not select a new local telephone service provider on or before May 28, 2004, TelCove will automatically become your local telephone service provider effective June 28, 2004. If you select an alternative provider after May 28, 2004, your choice can only be put into effect after the change to TelCove and may therefore be delayed. You will not incur any charges for the change to TelCove. If you select another provider of your choice, you may incur additional charges. In the transfer of service to TelCove, your local telephone number will remain the same along with all telecommunications functions, services, long distance provider, rates, and terms & conditions. Please be aware that you are responsible for paying all bills rendered to you by Adelphia Business Solutions during this transition. You may be subject to termination of your phone service in accordance with Public Service Commission rules if you fail to pay your telephone bill.

If you have any questions regarding the discontinuance of Adelphia Business Solutions' local telephone service, please call 866-537-4435.